

North End Huntington Heights Preservation Association, Inc.

By-Laws

Effective February 24, 2011

ARTICLE I: NAME

The name of the Corporation is NorthEnd-Huntington Heights Preservation Association, hereafter referred to as the Corporation.

ARTICLE II: LOCATION

The location which the Corporation is concerned is bounded by 50th Street and 73rd Street from Warwick Boulevard westward to the James River bank, including all residential properties from 50th to 73rd Street From Warwick Boulevard to the James River Bank, excluding property owned by Newport News Shipbuilding and any other commercial property that exists on the date of the adoption of these by-laws. This location is hereafter referred to as the District.

ARTICLE III: PURPOSES

The purposes of the Corporation are as follows:

1. To encourage uses which will lead to the preservation of the historic heritage of the City of Newport News and the Commonwealth of Virginia.
2. To support the District's historic designation through public education programs and through the exploration of state, federal and private grants to improve the streetscape and infrastructure.
3. To assure that new structures and changes to existing structures and design features in the District and immediate adjacent area are in keeping with and enhance the original historic styles.
4. To protect the R-3 single family zoning of the District.
5. To protect against destruction, degradation, and encroachment upon residential structures and premises designated to be of historic and/or architectural significance.
6. To prevent and eradicate environmental and criminal influences adverse to the character and peace of the neighborhood.
7. To promote the quality of life in the neighborhood.

ARTICLE IV: MEMBERSHIP - CLASSIFICATIONS OF MEMBERSHIP AND THEIR DEFINITIONS AND PRIVILEGES

There shall be two classifications of membership: Resident Members and Associate Members

Resident Members are defined as individuals who reside in the District, as designated in Article II, are 18 years of age or older, and are dues-paying members of the Corporation.

Resident members have the right to:

1. Vote for Directors of the Corporation and other issues presented for action.
2. Serve as block captain, committee member or chair, or director.
3. Receive Corporation newsletters and other communications.
4. Purchase admission to activities and Corporation merchandise at the member rate.

Associate Members as defined as individuals who reside outside the District, as defined in Article II, are 18 years of age or older, and are dues-paying members of the Corporation.

Associate Members have the right to:

1. Serve as committee member or chair.
2. Receive Corporation newsletters and other communications.
3. Purchase admission to activities and Corporation merchandise at the member rate.

ARTICLE V: MEMBERSHIP - DUES

Each member shall pay the amount of membership dues proposed by the Board of Directors and approved by the general membership at the Annual General Membership Meeting.

The term of membership shall be one year, starting from the annual General Membership Meeting to the next General Membership Meeting. New members shall be pro-rated by the month.

ARTICLE VI: MEMBERSHIP - MEETINGS

The Annual General Membership Meeting of the Corporation shall be held in February of each year for:

1. The election of the Board of Directors.
2. Such other business as may come before the members of the Corporation.

A written notice stating the place, day, and hour of the Annual General Membership Meeting shall be delivered to each member at least ten (10) days and not more than thirty (30) days prior to said meeting.

A simple majority of the sitting members of the Board of Directors shall constitute a quorum at the Annual General Membership Meeting.

Only current, dues-paying Resident Members shall have a voice and vote in any actions presented at the meeting.

Others present at the Annual General Membership Meeting will be granted voice.

Additional meetings of the membership may be held to address topics associated with the purpose of the Corporation as listed under Article III - Purposes, at the discretion of the Board of Directors. Special or emergency meetings of the membership may be called by the President or initiated by a simple majority vote of the Board of Directors. When a special meeting is called, written notice, with the place, day, and hour of said meeting shall be delivered to the membership at least seven (7) days in advance. When an emergency meeting is called, notification will be made through the most appropriate means at the earliest time possible.

Events, such as social functions, may be held to encourage involvement of all members in the community life and purposes of the Corporation.

ARTICLE VII: THE BOARD OF DIRECTORS OF THE CORPORATION - COMPOSITION AND ELIGIBILITY REQUIREMENTS

Members of the Board of Directors shall be RESIDENT MEMBERS, as defined in Article IV, who have been involved in the activities and/or committees of the Corporation and who meet the following additional criteria:

1. Resident Members who own a residence in the District shall be eligible to serve on the Board of Directors after residing in the District for six (6) months.
2. Resident Members who do not own a residence in the District shall be eligible to serve on the Board of Directors after residing in the District for three (3) years.
3. Members of the Architectural Review Board are not eligible to serve as an Officer of the Corporation.

The Board of Directors shall consist of up to eleven (11) persons.

If several members reside at a single address, only one of those members may serve as a Director of the Corporation at any given time.

If the Immediate Past President's term of office as Director of the Corporation has expired, that individual will serve as a non-voting advisor to the Board of Directors of the Corporation.

ARTICLE VIII: THE BOARD OF DIRECTORS OF THE CORPORATION, ELECTION OF

The Directors shall be elected for a term of two (2) years and elected so that for the 11 Board members, six (6) terms of office expire one year, and five (5) terms of office expire in the next year.

In the year that six (6) Directors are elected, no more than two (2) of those seats may be filled by Resident Members who do not own a residence in the District. In the years that five (5) Directors are elected, no more than two (2) of those seats may be filled by Resident Members who do not own a residence in the District.

A nominating committee appointed by the sitting Board of Directors may recruit candidates for the Board of Directors.

Nominations will be accepted from the floor.

Directors shall be elected by the Resident Members of the Corporation at the Annual General Membership Meeting.

ARTICLE IX: THE BOARD OF DIRECTORS OF THE CORPORATION - TERMS OF OFFICE

The term of elected Directors shall commence on March 1 of the year elected and shall expire two (2) years later, on the last day of February.

A Director may be elected by the General Membership to serve sequential terms.

The Board of Directors shall appoint members to fill unexpired terms upon the death, resignation, incapacity, or expulsion of a Director.

Individuals who fill an unexpired term on the Board of Directors are still eligible to be elected to the Board at the next General Membership Meeting.

ARTICLE X: BOARD OF DIRECTORS - MEETINGS

The Board of Directors shall meet monthly at a time, place, and date as determined by the Directors at the organizational meeting of the Board of Directors in March. The Bylaws shall be read at this meeting.

Directors must attend monthly Board of Directors meetings regularly, as stipulated in Article XII.

At all meetings of the Board of Directors, a simple majority of sitting Directors shall constitute a quorum, except as provided herein.

Special meetings of the Board of Directors may be called at any time by the President or a simple majority vote of the Directors. All Directors must be notified of the special meeting.

Any member of the Corporation who wishes to address the Board shall contact the President to make appropriate arrangement prior to the monthly Board of Directors meeting.

ARTICLE XI: BOARD OF DIRECTORS - DUTIES

All members of the Board of Directors shall:

1. Attend meetings regularly, as specified in Article XII.
2. Support the purposes of the Corporation.
3. Encourage participation of all members in the life of the Corporation.
4. Serve as an officer of the Corporation, if elected.
5. Participate in Corporation events and activities to the fullest extent possible.
6. Safeguard and maintain all records in his/her area of responsibility and turn over said records to the successor of that position.

ARTICLE XII: BOARD OF DIRECTORS - MEETING ATTENDANCE POLICY

Directors must attend monthly Board of Directors meetings regularly. The following apply:

The absence, for any reason whatsoever, of any Director at two (2) consecutive meetings or three (3) meetings during a one-year period will result in a written warning being issued by the Secretary.

The absence, for any reason whatsoever, of any Director at three (3) consecutive meetings or four (4) meetings during a one-year period will result in the automatic expulsion of that member from the Board of Directors.

The expulsion will become effective without any Board action or motion required, regardless of the reasons for the absences, or the fact that the Board or another Director may have been advised of the absence in advance.

The Secretary will send a written notice of the expulsion to the Director.

An expelled Director may request reinstatement by submitting a written request to the Secretary.

At the first regularly scheduled meeting of the Board of Directors following the receipt of a Director's request for reinstatement, the Board of Directors may reinstate the expelled Director by a 2/3 majority vote.

ARTICLE XIII: OFFICERS OF THE CORPORATION - DUTIES

The officers of the Corporation shall be as follows:

President

1. Shall preside and oversee as necessary all meetings of the Board of Directors and the General Membership.
2. Shall be responsible for directing members of the Board to take actions as determined by a simple majority vote of the Board of Directors.
3. Shall be empowered to call special Board meetings as provided for in Article X and of the General Membership as provided for in Article VI.

Vice President

1. Shall, in the absence or incapacity of the President, perform the duties of the President.
2. Shall offer firm assistance to the President in all undertakings.

ARTICLE XIII (Continued)

Secretary

1. Shall keep the minutes of the Board of Directors meetings and also of all meetings of the General Membership.
2. Shall have charge of all official papers and documents as the Board of Directors may direct, including minutes of all meetings.
3. Shall keep records of attendance at Board of Directors meetings, apprise the Board of the status of attendance, and carry out responsibilities relating to meeting attendance as stipulated in Article XII.

Treasurer

1. Shall have the care and custody of the funds and securities of the Corporation.
2. Shall deposit the same in the name of the Corporation in such bank or banks as the Board of Directors shall designate.
3. Shall remit payment for approved expenses of the Corporation.
4. Shall submit written Treasurer's reports at the monthly meetings of the Board of Directors.
5. Shall submit both written and oral reports at the Annual General Membership Meeting.

Historian

1. Shall be responsible for maintaining the official archives of the Corporation as to preserve its own history and that of the District.
2. Shall be entrusted with materials that shall include but not be limited to Corporation newsletters, photographs, newspaper clippings, homes tour and other special event material, and other items as may be directed by the Board of Directors.

ARTICLE XIV: OFFICERS OF THE CORPORATION, ELECTION OF

The officers of the Corporation shall be elected from among the membership of the Board of Directors. The election shall be by simple majority of the entire Board of Directors.

Only Directors who reside in the District are eligible to serve as officers.

The officers of the Corporation shall be elected by the Directors at the March Board of Directors meeting or at the first Board of Directors meeting following the Annual General Membership Meeting in February.

No director will hold more than one elected office at the same time.

ARTICLE XV: OFFICERS OF THE CORPORATION, TERMS OF OFFICE

Officers shall serve a term of one (1) year. The term of office begins on the day of election and ends the next year when the Board of Directors holds its election of Officers of the Corporation after the Annual General Membership meeting. An officer shall continue to serve for a 30-day period after his/her term as Director has expired to provide leadership until the new Board of Directors can meet to elect its new officers.

If, for any reason, an officer cannot complete the term of office, the Board of Directors will elect a successor to complete the unexpired term at the first Board of Directors meeting following the resignation or event that creates the vacancy. The newly-elected officer will serve out the remainder of the one-year term.

ARTICLE XVI: OFFICERS OF THE CORPORATION - FIDUCIARY RESPONSIBILITIES

The Annual Budget of the Corporation must be approved by a simple majority vote of the entire Board of Directors.

The President, Vice-President, and Treasurer, with the joint signatures of two (2), shall be authorized to:

1. Transfer, endorse, sell, assign, set over, or deliver any and all shares of stocks, bonds, debentures, notes, evidence of indebtedness, or other securities now or hereafter standing in the name of or owned by the Corporation and any and all written instruments necessary or proper to execute such action shall be obtained upon a simple majority vote of the entire Board of Directors.
2. Sign checks to draw on the funds of the Corporation to pay expenses approved through the annual budget of the Corporation or by a simple majority of the Board of Directors.

The addition of any other authorized signatures to sign checks or to draw of the Corporation funds must be approved by a simple majority of the Board of Directors.

If two Directors reside separately, but are related by blood or marriage, only one of those Directors can be authorized to serve a signatory.

All un-budgeted expenditures in excess of \$50.00 shall required approval of a simple majority of the Board of Directors to authorize funding.

ARTICLE XVII: FINANCIAL POLICY

There shall be a NEHHPA Operating Fund. This fund shall be used to bay for the annual operating expenses of NEHHPA.

There shall be an NEHHPA Capital Fund. This fund shall be the repository for funds collected for the purposes beyond those budgeted for a set fiscal year.

The fiscal year shall run from one Annual General Membership meeting to the next.

ARTICLE XVIII (Continued)

The Board of Directors shall prepare a proposed Operating Fund budget for presentation at the Annual General Membership meeting. The proposed Operating Fund budget shall be presented at the General Membership meeting as a report. The Board of Directors elected at the Annual General Membership meeting shall use the proposed Operating Fund budget to develop the Operating Fund budget for the fiscal year at the first meeting following the Board of Directors organizational meeting.

The Operating Fund budget shall be a balanced budget. All expected costs within each fiscal year shall be paid for with funding derived during that fiscal year. The Operating Fund fiscal budget shall not use the NEHHPA Capital Fund as a funding source.

Dispersal of funds from the NEHHPA Capital Fund shall require a 2/3 majority vote of the General Membership present at a duly announced General Membership meeting.

ARTICLE XVIII: PUBLIC STATEMENTS

No member, Director, or Officer of the Corporation shall make any public statement or make any public complaint, or file any action IN THE NAME OF THE CORPORATION without first obtaining the approval of the entire Board of Directors by a 2/3 majority.

ARTICLE XIX: REVISION OF THE CORPORATION BY-LAWS

The by-laws of the Corporation shall be reviewed when needed.

Proposed changes to the by-laws of the Corporation will be presented to the Board of Directors for review and approval before presentation to the General Membership.

Proposed changes to the by-laws of the Corporation shall be distributed to the General Membership with notification of the Annual General Membership Meeting or other meeting of the General Membership.

Adoption of the proposed changes to the by-laws shall be by a simple majority vote of the members of the Corporation present at the Annual General Membership Meeting or other meeting of the General Membership.